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UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re:	:	Chapter 11
	:	Case Nos. 00 B 41065 (SMB)
RANDALL'S ISLAND FAMILY GOLF CENTERS,	:	through 00 B 41196 (SMB)
INC., <u>et al.</u> ,	:	
	:	(Jointly Administered)
Debtors.	:	
	:	
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CERTIFICATION OF RESPONSIBLE PROFESSIONAL WITH RESPECT TO
THE FIRST APPLICATION PURSUANT TO SECTIONS 330 AND 331 OF THE
BANKRUPTCY CODE, BANKRUPTCY RULE 2016 AND LOCAL
BANKRUPTCY RULE 2016-1 OF FRIED, FRANK, HARRIS, SHRIVER &
JACOBSON, ATTORNEYS FOR DEBTORS AND DEBTORS-IN-POSSESSION,
FOR INTERIM APPROVAL AND ALLOWANCE OF COMPENSATION FOR
SERVICES RENDERED AND REIMBURSEMENT OF EXPENSES INCURRED
AND POSTED FROM MAY 4, 2000 THROUGH AUGUST 31, 2000

Pursuant to the Amended Guidelines for Fees and Disbursements for Professionals in Southern District of New York Bankruptcy Cases, adopted by the United States Bankruptcy Court for the Southern District of New York (the "Court") on April 19, 1995 (the "Local Guidelines") and the United States Trustee Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. § 330, adopted on January 30, 1996 (the "UST Guidelines"), the undersigned, a member of the firm of Fried, Frank, Harris, Shriver & Jacobson ("Fried Frank"), counsel to the above-captioned debtors and debtors-

in-possession (the “Debtors”), as the professional designated by Fried Frank with responsibility for compliance with the Local Guidelines (the “Certifying Professional”), hereby states, with respect to Fried Frank’s first interim application (the “Application”) for approval and allowance of compensation for professional services rendered, and reimbursement of expenses incurred and posted, on behalf of the Debtors from May 4, 2000 through August 31, 2000 (the “Application Period”), as follows:

A. Required Certifications

1. Fried Frank Compliance. In accordance with section B.1. of the Local Guidelines, I certify that:

- (a) I have read the Application;
- (b) to the best of my knowledge, information and belief (formed after reasonable inquiry), the fees and disbursements sought by Fried Frank fall within the Local Guidelines and the UST Guidelines, except as specifically noted in this certification;
- (c) the fees and disbursements sought by Fried Frank are billed at rates and in accordance with practices customarily employed by Fried Frank and generally accepted by Fried Frank’s clients; and
- (d) in providing a reimbursable service, Fried Frank does not make a profit on that service, whether the service is performed by Fried Frank in-house or through a third party.

2. Monthly Statements. Given the significant number of time charges and disbursements and the time that it takes Fried Frank to review pre-billing statements and to remove time charges and disbursements that Fried Frank elects not to charge to the Debtors’ estates, Fried Frank required additional periods of time to review and deliver each monthly fee statement to the Debtors, the United States Trustee (the “Trustee”), counsel to The Chase Manhattan Bank (“Chase”), as agent for the Debtors’ postpetition lenders, and counsel to the Official Committee of Unsecured Creditors (the “Creditors’ Committee”). Thus, Fried Frank provided the Debtors, the Trustee, counsel for Chase and counsel for the Creditors’ Committee (i) the monthly fee statement for the period of May 4, 2000 through May 31, 2000, on July 24,

2000; (ii) the monthly fee statement for the month of June, on July 24, 2000; (iii) the monthly fee statement for the month of July on September 11, 2000; and (iv) the monthly fee statement for the month of August, on September 20, 2000. Each monthly statement provided to the Trustee, the Debtors and counsel for the Creditors' Committee did comply with the Local Guidelines in that it contained a list of Fried Frank's professionals and paraprofessionals providing services, their respective billing rates, the aggregate hours spent by each professional and paraprofessional, a general description of services rendered, a reasonably, detailed breakdown of the disbursements incurred and an explanation of billing practices.

3. Advance Delivery of Application. Given the significant number of time charges and disbursements and the time that it takes Fried Frank to review pre-billing statements and to remove time charges and disbursements that Fried Frank elects not to charge to the Debtors' estates, Fried Frank did not send a copy of the Application at least 10 days before the date set by the Court for the filing of the Application to the Debtors, the Trustee, and Co-chairs of the Creditors' Committee. However, as previously stated, the Trustee, the Debtors, counsel for the Creditors' Committee, and counsel for Chase, were previously provided with monthly statements of the fees and disbursements requested by Fried Frank for the period from May 4, 2000 to August 31, 2000 and each such party, as well as other interested parties, will have at least 20 days prior notice of any hearing with respect to the Application.

4. Reimbursement of Disbursements.

Overtime Expense. In accordance with section F.5. of the Local Guidelines, where bona fide business necessity requires nonprofessional staff to work overtime, a charge of \$45 per hour for the overtime labor (which is intended to approximate 1-1/2 times the hourly rate of the average Fried Frank secretary¹ including payments, such as FICA, that must also be paid),

¹ Fried Frank does not charge more for the services of the more highly compensated secretaries, or less for those who receive lesser compensation.

plus a meal allowance of \$10.00 where work is performed past 8:00 p.m., is recorded as a reimbursable expense. Fried Frank additionally would record the same hourly charge (but not the meal allowance) when, to meet a particular client need, one of its regularly scheduled night secretarial personnel was assigned to a desk away from her/his usual evening place of work, and was wholly unavailable to work for any other clients. Although Fried Frank paralegals receive overtime pay when working after hours (subject to certain limits and standards), Fried Frank does not record their overtime pay as a reimbursable expense. Because Fried Frank maintains support services on a 24 hour per day basis, and the great bulk of the administrative work done at night is performed by Fried Frank night staff on its regular shifts without the special desk coverage that makes them unavailable to work for other clients (with their salaries absorbed by the firm at no extra cost to the client), the amounts Fried Frank records as reimbursable overtime labor expenses are significantly lower than they otherwise would be.

Local Meals. Fried Frank expense reporting forms and computer categories do not put into separate categories, meals that were chargeable because the Fried Frank professional was working overtime, on the one hand, or because the meal was consumed at a working meeting, on the other. While technically it would be possible to manually review every expense reporting form for every professional who had worked on the case during the Application Period to ascertain the place, type of meal, and participants at each meal for which reimbursement is sought, this would be an extremely burdensome and expensive undertaking. Thus, Fried Frank cannot practicably segregate the expense incurred with respect to overtime meals and local meals.

Local Transportation. Fried Frank expense reporting forms and computer categories do not separately categorize expenses for radio car or taxi rides that were chargeable because the Fried Frank professional was working overtime, on the one hand, or because the

professional was going to or coming from a meeting, on the other.² While it would be technically possible (although very expensive) to manually review all of the radio car vouchers to ascertain the time, origin, and destination of the trip, even this would be impossible with respect to trips in taxicabs for which the fare was paid in cash. Thus, Fried Frank cannot practicably segregate the expense incurred with respect to transportation after working overtime and with respect to local transportation. For this reason, all chargeable transportation expenses have been placed in the same category.

Dated: New York, New York
September 20, 2000

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By: /s/ Lawrence A. First
Lawrence A. First (LF-9650)

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² Fried Frank's professionals can and do simply walk from Fried Frank's offices to the Southern District of New York Bankruptcy Court.